

**WEINER  
BRODSKY  
SIDMAN  
KIDER PC**

**FEE RECEIVED**

AUG 10 2012

**TRANSPORTATION BOARD**

August 10, 2012

**BY HAND DELIVERY**

232717

Cynthia T. Brown  
Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E. Street, SW  
Washington, DC 20423

ENTERED  
Office of Proceedings  
10/10/12  
Part of  
Public Record

Re: STB Finance Docket No. 35662. DMH Trust fbo Martha M. Head --  
Acquisition of Control Exemption -- Twin Cities & Western Railroad Company,  
Minnesota Prairie Line, Inc. and Sisseton Milbank Railroad Company

Dear Ms. Brown:

Enclosed for filing in the above-referenced proceedings are an original and 10 copies of the verified notice of exemption of the DMH Trust fbo Martha M. Head, pursuant to 49 C.F.R. § 1180.2(d)(2).

Also enclosed are (1) a check in the amount of \$1,300 to cover the filing fee for this proceeding, and (2) twenty additional copies of the map, pursuant to 49 C.F.R. § 1180.6(a)(6).

Please acknowledge receipt of this letter by date-stamping the enclosed acknowledgment copy and returning it to our messenger.

Sincerely,

*Rose-Michele Nardi*  
Rose-Michele Nardi

Enclosures

**FILED**

AUG 10 2012

**SURFACE  
TRANSPORTATION BOARD**

BEFORE THE  
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 35662

DMH TRUST FBO MARTHA M. HEAD  
– ACQUISITION OF CONTROL EXEMPTION –  
TWIN CITIES & WESTERN RAILROAD COMPANY  
MINNESOTA PRAIRIE LINE, INC. AND  
SISSETON MILBANK RAILROAD COMPANY

---

VERIFIED NOTICE OF EXEMPTION

---

**FEE RECEIVED**  
AUG 10 2012  
SURFACE  
TRANSPORTATION BOARD

ENTERED  
Office of Proceedings  
AUG 10 2012  
Part of  
Public Record

232717

Pursuant to 49 CFR § 1180.2(d)(2), DMH Trust fbo Martha M. Head (the "Trust") files this Notice of Exemption from the prior approval requirements of 49 U.S.C. § 11323.

**1. Name, Business Address and Phone Number:**

DMH Trust fbo Martha M. Head  
Thomas V. Seifert, Co-Trustee  
Seifert Law, PLLC  
15250 Wayzata Boulevard, Suite 103  
Wayzata, MN 55391  
(952) 358-3585

**Counsel for Correspondence:**

Rose-Michele Nardi  
Weiner Brodsky Sidman Kider PC  
1300 19th Street, NW  
Fifth Floor  
Washington, DC 20036  
(202) 628-2000

**FILED**  
AUG 10 2012  
SURFACE  
TRANSPORTATION BOARD

**2. Brief Summary of Proposed Transaction:**

The Trust, a non-carrier entity, seeks authority to control Twin Cities & Western Railroad Company ("TCW"), Minnesota Prairie Line, Inc. ("MPL") and Sisseton Milbank Railroad Company ("SMRC"), all Class III railroads. MPL and SMRC each is a wholly-owned subsidiary of TCW. MPL and TCW connect at or near Norwood-Young America,

Minnesota, and SMRC and TCW connect at or near Milbank, South Dakota.

Prior to his death in February 2011, Douglas M. Head owned all the controlling shares of voting stock of TCW. Upon his death, Mr. Head's TCW stock continued to be held by his estate (the "Estate"). Accordingly, the Estate directly controls TCW, and indirectly controls MPL and SMRC.<sup>1</sup>

The Estate desires to distribute the TCW stock it holds to the Trust. As a result of this distribution, the Trust will control TCW, MPL and SMRC. The Trust hereby seeks the authority for such control.

The Trust recently filed a similar notice of exemption for authority to control Red River Valley & Western Railroad ("RRVW") and Rutland Line, Inc. ("RLI").<sup>2</sup> RLI is a wholly-owned subsidiary of RRVW.

TCW, MPL and SMRC will not connect with any rail lines owned or controlled by the Trust. The transfer of control from the Estate to the Trust also is not part of a series of anticipated transactions that would connect any railroad owned or controlled by the Trust with TCW, MPL or SMRC, or that would provide an additional connection between any of the carriers controlled by the Trust. In addition, there are no class I carriers involved.

### **3. Proposed Consummation Schedule:**

The transfer of control is expected to occur on or after September 10, 2012.

---

<sup>1</sup> See Finance Docket No. 34068, *Twin Cities & Western Railroad Company, Douglas M. Head, Charles H. Clay, Kent P. Shoemaker and William F. Drusch - Continuance in Control Exemption - Minnesota Prairie Line, Inc.*, served June 6, 2002; Finance Docket No. 35642, *Twin Cities & Western Railroad Company, the Estate of Douglas M. Head, and the DMH Trust fbo Martha M. Head - Continuance in Control Exemption - Sisseton Milbank Railroad Company*, served July 18, 2012.

<sup>2</sup> See STB Finance Docket No. 35649, *DMH Trust fbo Martha M. head -- Acquisition of Control Exemption -- Red River Valley & Western Railroad and Rutland Line, Inc.*, served August 8, 2012.

**4. Purpose of Transaction:**

Transfer of the TCW shares out of the Estate will comply with provisions of the will of Douglas M. Head, and will enable the probate of the Estate to be substantially completed.

**5. States Where Property Located:**

TCW operates in Minnesota and South Dakota; MPL operates in Minnesota; and SMRC operates in South Dakota.

**6. Maps of Lines:**

A map of TCW and MPL are attached as Exhibit A-1. A map of SMRC is attached as Exhibit A-2.

**7. Agreement.**

Attached as Exhibit B is a draft Assignment of Common Stock of Twin Cities & Western Railroad Company.

**8. Labor protection:**

No labor protection may be imposed in this case, as the only rail carriers involved in this transaction are class III rail carriers. *See* 49 U.S.C. § 11326(c).

**9. Interchange Commitments:**

The Trust's acquisition of control of TCW, MPL and SMRC does not involve a provision or agreement that may limit future interchange with a third-party connecting carrier.

**10. Environmental issues:**

Under 49 CFR § 1105.6(c)(2)(i), environmental documentation normally will not be prepared for an action that will not exceed the thresholds set forth in 49 CFR

§§ 1105.7(e)(4) or 1105.7(e)(5). The Trust's acquisition of control of TCW, MPL and SMRC will not result in changes in carrier operations that exceed the above-referenced thresholds. Therefore, no environmental documentation is required for this Verified Notice of Exemption.

Similarly, no historic documentation is required for this Verified Notice of Exemption because the transfer of control "will not substantially change the level of maintenance of railroad property". 49 C.F.R § 1105.8(b)(3). *See also* Finance Docket No. 35343, *Susquehanna Union Railroad Company -- Control Exemption -- North Shore Railroad Company, Et. Al.*, served January 11, 2011.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Rose-Michele Nardi".

Rose-Michele Nardi  
Weiner Brodsky Sidman Kider PC  
1300 19th Street, NW  
Fifth Floor  
Washington, DC 20036

Attorneys for:

DMH Trust fbo Martha M. Head

Dated: August 10, 2012

**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

**STB FINANCE DOCKET NO. 35662**

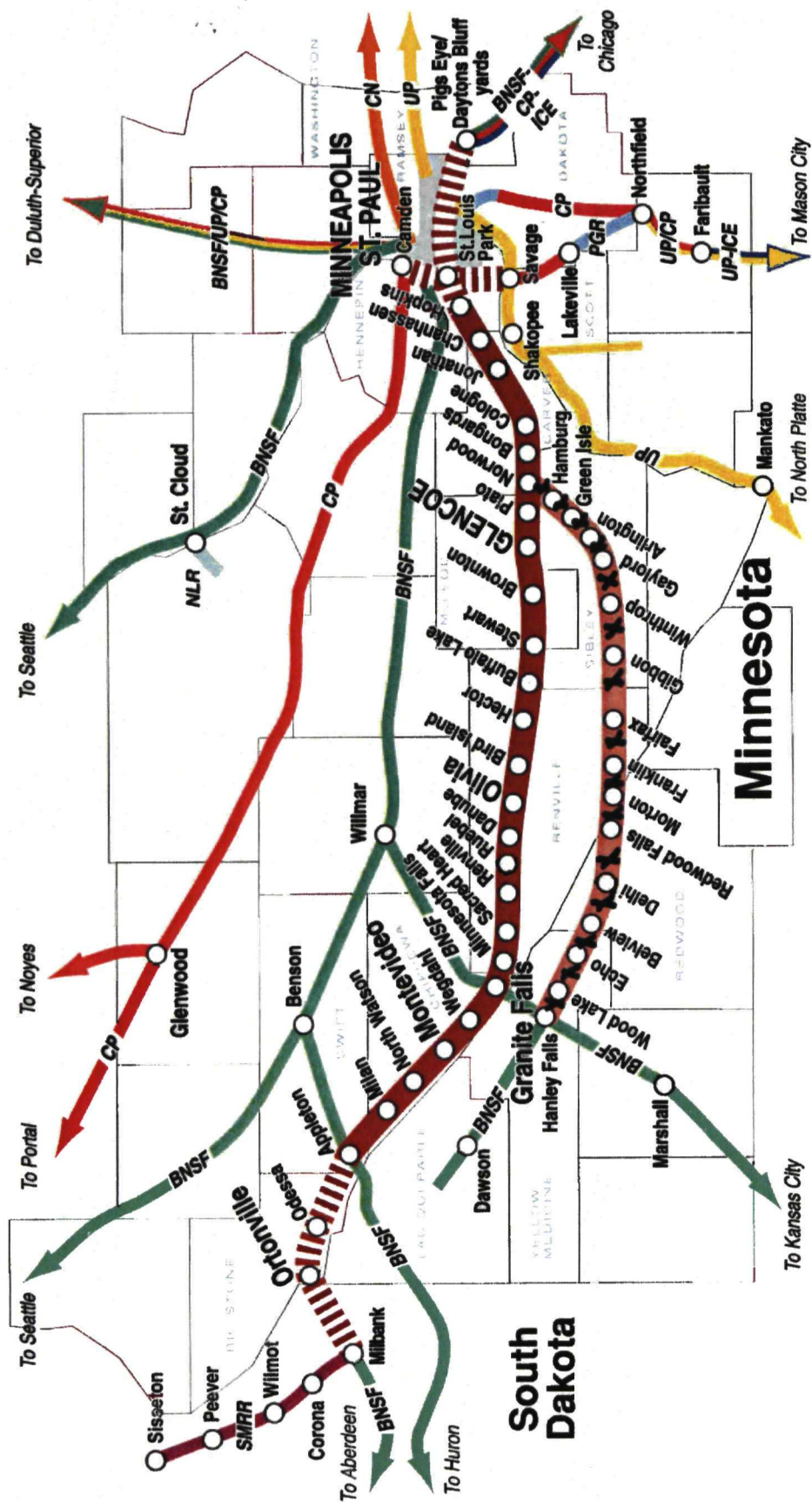
**DMH TRUST FBO MARTHA M. HEAD  
– ACQUISITION OF CONTROL EXEMPTION –  
TWIN CITIES & WESTERN RAILROAD COMPANY  
MINNESOTA PRAIRIE LINE, INC. AND  
SISSETON MILBANK RAILROAD COMPANY**

---

**EXHIBIT A-1**

---

**MAP OF TCW AND MPL**



# Twin Cities & Western Railroad Company



**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

**STB FINANCE DOCKET NO. 35662**

**DMH TRUST FBO MARTHA M. HEAD  
– ACQUISITION OF CONTROL EXEMPTION –  
TWIN CITIES & WESTERN RAILROAD COMPANY  
MINNESOTA PRAIRIE LINE, INC. AND  
SISSETON MILBANK RAILROAD COMPANY**

---

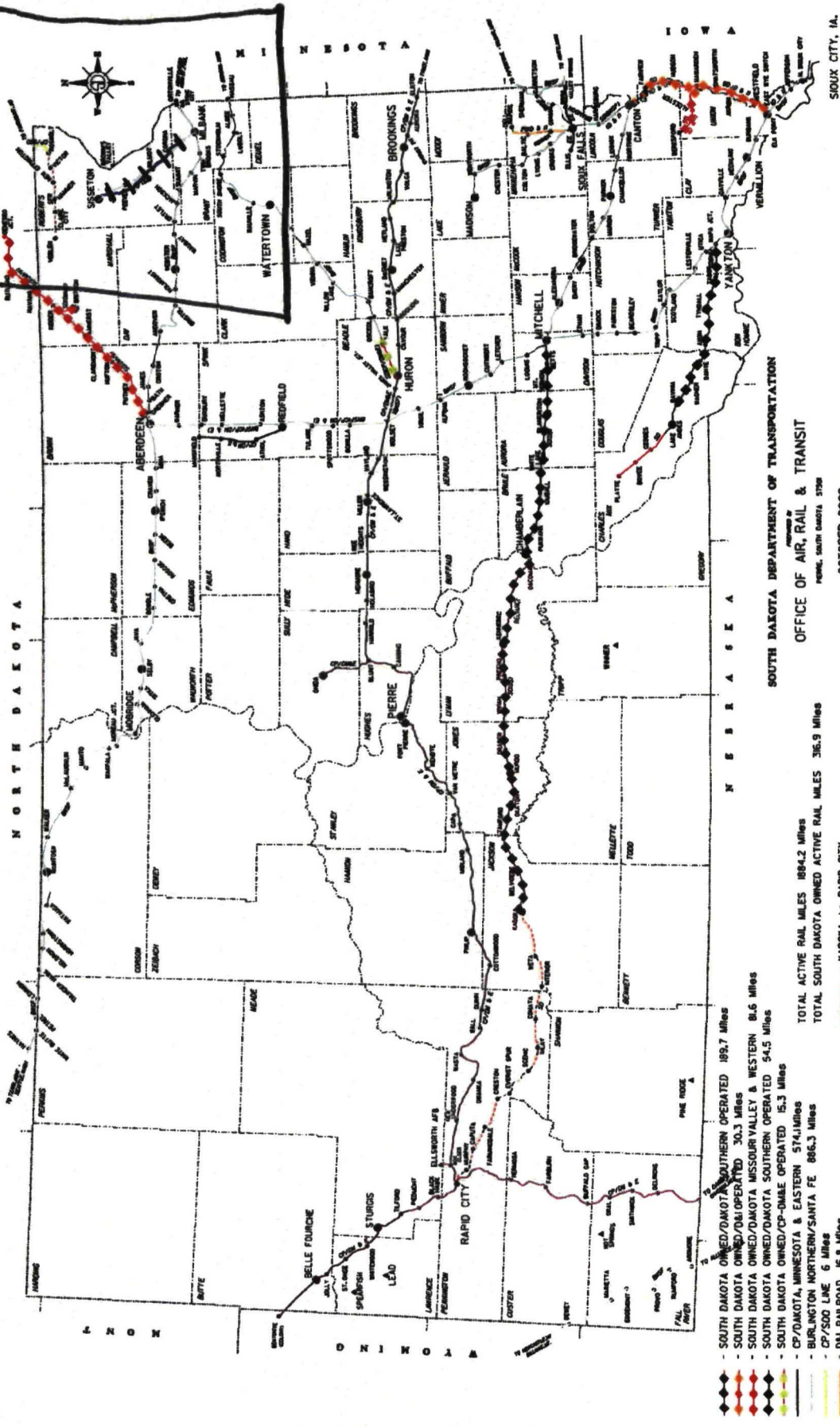
**EXHIBIT A-2**

---

**MAP OF SMRC**



# OFFICIAL SOUTH DAKOTA RAIL MAP



**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

**STB FINANCE DOCKET NO. 35662**

**DMH TRUST FBO MARTHA M. HEAD  
– ACQUISITION OF CONTROL EXEMPTION –  
TWIN CITIES & WESTERN RAILROAD COMPANY  
MINNESOTA PRAIRIE LINE, INC. AND  
SISSETON MILBANK RAILROAD COMPANY**

---

**EXHIBIT B**

---

**ASSIGNMENT**

**EXHIBIT B     DRAFT**

**ASSIGNMENT OF COMMON STOCK  
OF TWIN CITIES & WESTERN RAILROAD COMPANY**

Martha M. Head and Thomas V. Seifert, as personal representatives of the Estate of Douglas M. Head, deceased, hereby transfer and assign to Martha M. Head and Thomas V. Seifert, as trustees of the DMH Trust fbo Martha M. Head created under the Will of Douglas M. Head dated March 4, 2010, all right, title and interest in 100 percent of the shares of Common Stock of Twin Cities & Western Railroad Company (the "Company"), and hereby irrevocably constitute and appoint any officer of the Company to transfer said stock on the books of the Company with full power of substitution in the premises.

Dated: September \_\_, 2012

\_\_\_\_\_  
Personal Representative

Dated: September \_\_, 2012

\_\_\_\_\_  
Personal Representative

**ACCEPTANCE OF ASSIGNMENT:**

Dated: September \_\_, 2012

\_\_\_\_\_  
Trustee

Dated: September \_\_, 2012

\_\_\_\_\_  
Trustee

### **VERIFICATION**

I, Thomas V. Seifert, certify under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief. Further, I certify that I am qualified and authorized to cause this Verified Notice of Exemption to be filed.



Thomas V. Seifert

Dated: August 10, 2012